



RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

January 19, 1977

7-021AD30

JAN 21 1977

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 8207-E Filed & Recorded

JAN 21 1977 11 42 AM

ICC Washington, D.C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing a Supplemental Letter to an Assignment of the railroad cars used or intended for use in connection with interstate commerce as follows:

(i) Two (2) executed counterparts of a Supplemental Letter Assignment dated as of January 14, 1977, pertaining to an Assignment dated as of January 30, 1976 and filed with the ICC at 11:05 a.m. on February 5, 1976 under Recordation No. 8207 and supplements to such Assignment filed with the ICC at 3:40 p.m. on May 27, 1976 under Recordation No. 8207-E and at 4:00 p.m. on July 7, 1976, under Recordation No. 8207-I.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76102, and the address of Variable Annuity Life Insurance Company is 2777 Allen Parkway, Houston, Texas 77019.

The equipment covered by the Supplemental Letter Assignment is described in Exhibit A hereto. The enclosed Supplemental Letter has been executed in connection with Richmond Leasing Company Equipment Trust Agreement, Series 8, filed with the ICC at 11:05 a.m. on February 5, 1976, under Recordation No. 8207.

Enclosed is a check for the necessary amount to cover the recordation fee.

JAN 21 11 03 AM '77
RECEIVED

Byron K. Burnett

Secretary
Interstate Commerce Commission
January 19, 1977
Page Two

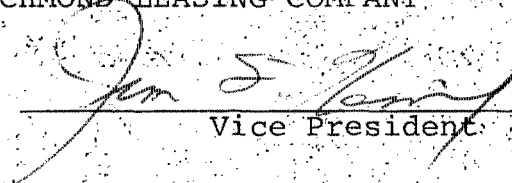
We are also enclosing a photocopy of an executed Supplement to Assignment.

You are hereby authorized to deliver the photocopy of the Supplement to Assignment with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

EXISTING LEASES

1. Tank Car Lease and Service Contract dated November 25, 1975, between Richmond Leasing Company and Terminal Specialist International, Inc., as agents for Mitsui & Co. (U.S.A.) Inc. covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	33,500 Gallons DOT105A300W	RTMX 3450 thru 3459

2. Tank Car Lease and Service Contract dated January 9, 1976, between Richmond Leasing Company and Hooker Chemical & Plastics Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	14,500 Gallons DOT111A100W2	RTMX 1400 thru 1416

3. Tank Car Lease and Service Contract dated November 20, 1975, between Richmond Leasing Company and Velsicol Chemical Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	20,800 Gallons DOT111A100W5	RTMX 2042 thru 2048

4. Tank Car Lease and Service Contract dated October 31, 1975, between Richmond Leasing Company and Beker Industries Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	33,500 Gallons DOT105A300W	RTMX 3400 thru 3449

5. Tank Car Lease and Service Contract dated October 17, 1975, between Richmond Leasing Company and Conserv Department - Philipp Brothers Division - Engelhard Minerals & Chemicals Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	33,500 Gallons DOT105A300W	RTMX 4500 thru 4514



RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

The First National Bank
of Fort Worth
One Burnett Plaza
Fort Worth, Texas 76101

RECORDATION NO. *8207-S*
JAN 31 1977 11 05 AM
INTERSTATE COMMERCE COMMISSION

The Variable Annuity Life
Insurance Company
2777 Allen Parkway
Houston, Texas 77019

Re: Supplemental Letter to Assignment
dated as of January 30, 1976

Gentlemen:

Reference is made to (a) the Equipment Trust Agreement, Series 8, dated as of January 30, 1976 (the "Agreement") between The First National Bank of Fort Worth, as Trustee (the "Trustee"), and Richmond Leasing Company (the "Company"), (b) the Assignment dated as of January 30, 1976 ("Assignment") from the Company to the Trustee executed in connection with the Agreement, and (c) the First Supplemental Assignment dated as of May 21, 1976, and the Second Supplemental Assignment dated as of June 28, 1976 (the "Supplements") between the Company and the Trustee. The Agreement and the Assignment have been filed with the Interstate Commerce Commission ("ICC") at 11:05 a.m. on February 5, 1976, under Recordation No. 8207, and the Supplements have been filed with the ICC under Recordation Nos. 8207-E and 8207-I. The Variable Annuity Life Insurance Company ("VALIC") is the holder of trust certificates issued under the Agreement.

This letter will confirm the understanding of the parties hereto that the Assignment and the Supplements are intended to apply only to the Leases (as defined in the Assignment and Supplements) insofar as such Leases cover or otherwise apply to the railroad equipment specifically described in the exhibits and attachments to the Assignment and the Supplements and any railroad equipment substituted for or replacing the railroad equipment so described.

It is expressly understood and agreed that the Assignment and Supplements are not modified, amended, or supplemented except to the extent expressly supplemented above.

Please confirm that the foregoing constitutes the agreement and understanding of the parties hereto by executing this letter in the space provided below.

Very truly yours,

RICHMOND LEASING COMPANY

By Glenn A. Welsch
Glenn A. Welsch, President

Attest:

Allen Lynde

Agreed to and confirmed this 14th day of January, 1977.

THE FIRST NATIONAL BANK OF
FORT WORTH

By Thomas O. Bito
Trust Officer

Attest:

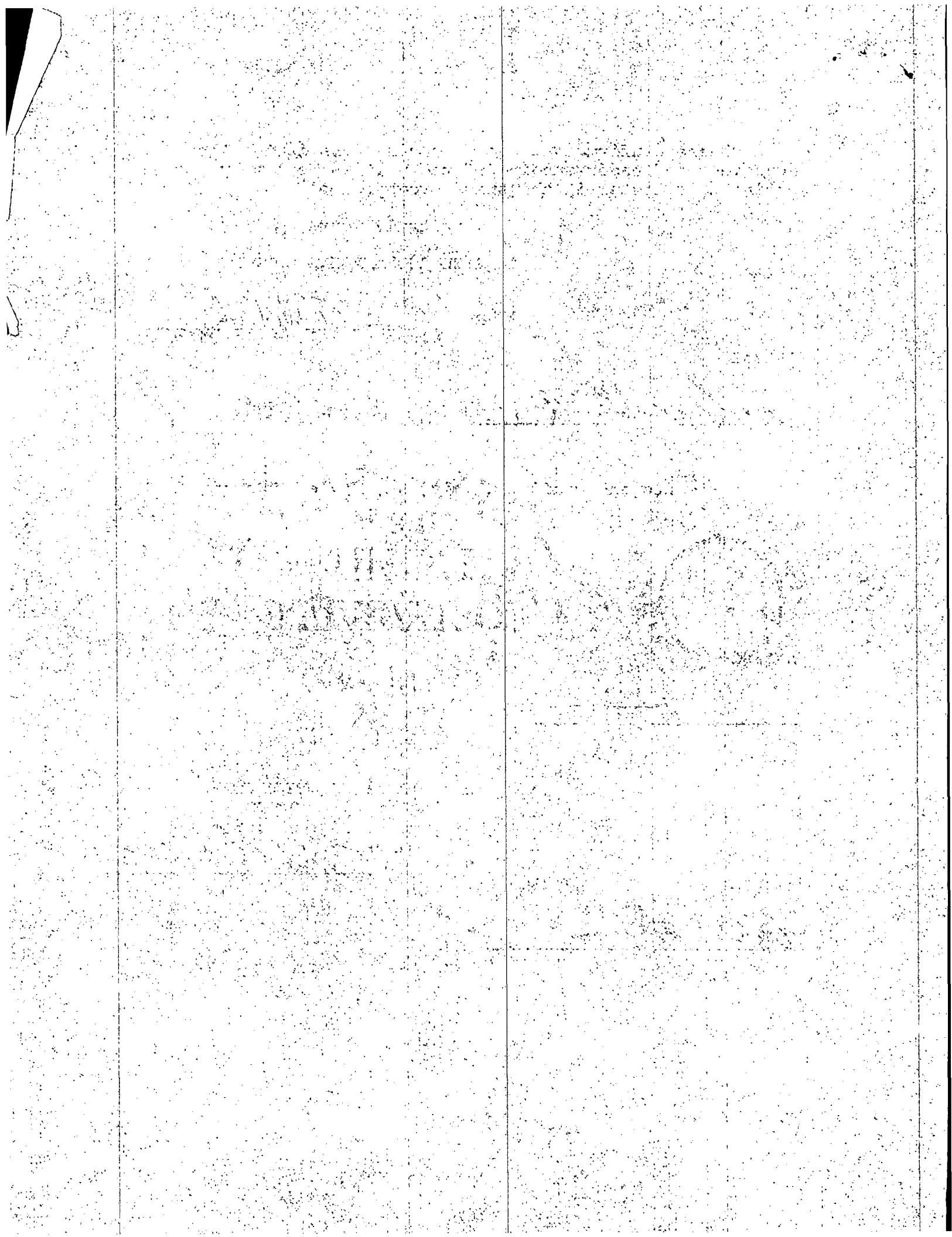
B. O. Shain

THE VARIABLE ANNUITY LIFE
INSURANCE COMPANY

By J. J. Shain

Attest:

B. O. Shain

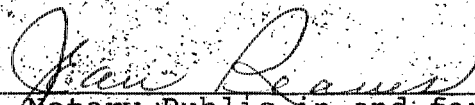


THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared GLENN A. WELSCH, President of Richmond Leasing Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

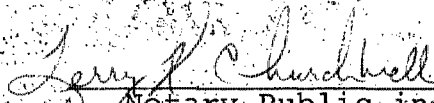
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 7 day of January, 1977.


Notary Public in and for
Harris County, Texas

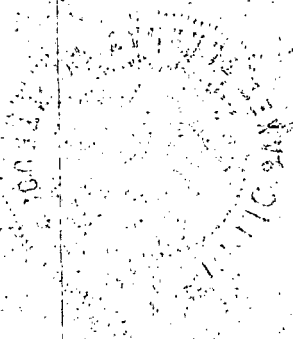
THE STATE OF TEXAS §

COUNTY OF TARRANT §

On this 18th day of January, 1977, before me personally appeared Thomas O. Tate, to me personally known, who, being by me duly sworn says that he is a Trust Officer of The First National Bank of Fort Worth, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Terry K. Churchwell, Notary Public,
Tarrant County, Texas
Notary Public in and for
Tarrant County, Texas

My Commission Expires June 1, 1977



THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared JOHN J. Plumb, President of The Variable Annuity Life Insurance Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

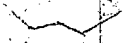
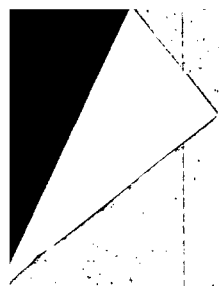
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 14th day of January, 1977.

Charlotte A. Robinson

Notary Public in and for
Harris County, T e x a s

CHARLOTTE A. ROBINSON

Notary Public In And For Harris County, Texas.
My Commission Expires 11-12-1977



Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

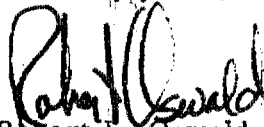
1/21/77

Messrs. Dewey, Ballantine
Bushby, Palmer & Wood
Richmond Leasing Company
777 South Post Oak Road
Houston, Texas 77056

Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 1/21/77 at 11:05am
and assigned recordation number(s) 8207-L

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)